

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

PHOENIX BEVERAGES, INC., et al.,

Plaintiffs,

-against-

EXXON MOBIL CORPORATION, et al.,

Defendants.

Case No. 1:12-CV-03771 (PKC) (JO)

**ANSWER TO
THIRD-PARTY DEFENDANT UCI
PENNSYLVANIA, INC., FORMERLY
KNOWN AS NEAPCO, INC.'S
COUNTERCLAIM AGAINST
DEFENDANT/THIRD-PARTY PLAINTIFF
EXXON MOBIL CORPORATION (as set forth
in UCI's Second Amended Answer)**

EXXON MOBIL CORPORATION,

Third-Party Plaintiff,

-against-

ACE WASTE OIL, INC., et al.,

Third-Party Defendants.

Defendant/third-party plaintiff Exxon Mobil Corporation ("ExxonMobil") by its attorneys as and for its answer to the counterclaim ("Counterclaim") of third-party defendant UCI Pennsylvania, Inc., formerly known as NEAPCO, Inc. ("UCI" or "Third-Party Defendant"), states as follows:

1. The allegations contained in paragraph 1 of the Counterclaim state legal conclusions to which no responsive pleading is required. Furthermore, to the extent this paragraph refers to various statutes, such statutes speak for themselves.

2. The allegations contained in paragraph 2 of the Counterclaim state legal conclusions to which no responsive pleading is required. Furthermore, to the extent this paragraph refers to various statutes, such statutes speak for themselves.

3. The allegations contained in paragraph 3 of the Counterclaim refer to the Third-Party Complaint to which no responsive pleading is required. Furthermore, the Third-Party Complaint speaks for itself. Moreover, to the extent the allegations refer to various statutes, such statutes speak for themselves.

4. The allegations contained in paragraph 4 of the Counterclaim state legal conclusions to which no responsive pleading is required. Furthermore, to the extent this paragraph refers to various statutes, such statutes speak for themselves. To the extent an answer is required, ExxonMobil denies the allegations contained in paragraph 4 of the Counterclaim.

5. ExxonMobil denies the allegations contained in paragraph 5 of the Counterclaim.

6. The allegations contained in paragraph 6 of the Counterclaim refer to the Third-Party Complaint to which no responsive pleading is required. Furthermore, the Third-Party Complaint speaks for itself. Moreover, to the extent the allegations refer to various statutes, such statutes speak for themselves.

7. The allegations contained in paragraph 7 of the Counterclaim refer to the Third-Party Complaint to which no responsive pleading is required. Furthermore, the Third-Party Complaint speaks for itself. Moreover, to the extent the allegations refer to various statutes, such statutes speak for themselves.

8. The allegations contained in paragraph 8 of the Counterclaim refer to the Third-Party Complaint to which no responsive pleading is required. Furthermore, the Third-Party Complaint speaks for itself. Moreover, to the extent the allegations refer to various statutes, such statutes speak for themselves.

9. The allegations contained in paragraph 9 of the Counterclaim refer to the Third-Party Complaint to which no responsive pleading is required. Furthermore, the Third-Party Complaint speaks for itself.

10. The allegations contained in paragraph 10 of the Counterclaim state legal conclusions to which no responsive pleading is required. Furthermore, to the extent this paragraph refers to various statutes, such statutes speak for themselves.

11. The allegations contained in paragraph 11 of the Counterclaim state legal conclusions to which no responsive pleading is required. Furthermore, to the extent this paragraph refers to the Third-Party Complaint and to various statutes, the Third-Party Complaint and such statutes speak for themselves. To the extent an answer is required, ExxonMobil denies the allegations contained in paragraph 11 of the Counterclaim.

12. To the extent UCI asserts any improper Cross-Claim against ExxonMobil, ExxonMobil incorporates by reference herein all applicable defenses. To the extent an answer is required, ExxonMobil denies the allegations contained in the Cross-Claim.

AFFIRMATIVE DEFENSES

ExxonMobil adopts and incorporates by reference the affirmative defenses pleaded in its Answer to the Complaint and incorporates by reference the affirmative defenses pleaded by all other parties.

WHEREFORE, ExxonMobil demands judgment against UCI as follows:

- a) dismissing UCI's Counterclaim;
- b) awarding ExxonMobil its reasonable attorneys' fees;
- c) awarding ExxonMobil its cost of suit; and

